

ITT Corp  
Form 8-K  
August 12, 2010

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 8-K  
CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): August 9, 2010**

**ITT CORPORATION**

(Exact name of registrant as specified in its charter)

Indiana  
(State or other jurisdiction  
of incorporation)

1-5672  
(Commission  
File Number)

13-5158950  
(I.R.S. Employer  
Identification No.)

1133 Westchester Avenue  
White Plains, New York  
(Address of principal  
executive offices)

10604  
(Zip Code)

Registrant's telephone number, including area code: (914) 641-2000

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (See General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Not Applicable

(Former name or former address, if changed since last report)

**Item 8.01 Other Events**

On August 9, 2010, ITT Corporation (the Company) entered into a definitive agreement to sell CAS, Inc., its systems engineering and technical assistance (SETA) services business (CAS), for \$235 million. CAS provides systems engineering and technical assistance for a wide range of military applications, principally to the U.S. Department of Defense and similar or related agencies. The transaction is expected to close by the end of 2010, subject to customary regulatory approvals.

On August 9, 2010, the Company issued a press release relating to the transaction. A copy of the press release is attached hereto as Exhibit 99.1.

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits

99.1 Press Release issued by ITT Corporation, dated August 9, 2010

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**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

ITT CORPORATION

By: /s/ Burt M. Fealing  
Burt M. Fealing

Its: Vice President and Corporate  
Secretary  
(Authorized Officer of Registrant)

Date: August 12, 2010

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**EXHIBIT INDEX**

99.1 Press Release issued by ITT Corporation, dated August 9, 2010.